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Federal Communications Commission
Office of Secretary

January 13, 2006

REDACTED FOR PUBLIC INSPECTION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: **CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN MB DOCKET NO. 05-192**, Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee, MB Docket No. 05-192

Dear Ms. Dortch:

Please find enclosed Adelphia Communications Corporation's response to Request II.A.10 of the Commission's Information and Document Request ("Information Request") released on December 5, 2005.¹ Due to the fact that Adelphia maintains some of the information submitted herein in the strictest of confidence and does not release it to the public in the ordinary course, Adelphia is submitting it pursuant to the First Protective Order in this docket.²

¹ See Letters from Donna C. Gregg, Chief, Media Bureau, Federal Communications Commission to Applicants, and attached Information and Document Request, MB Docket No. 05-192 (Dec. 5, 2005) ("Information Request").

² See *In re Applications for Consent to the Assignment and/or Transfer of Control of Licenses, Adelphia Communications Corp., Assignors, to Time Warner Cable Inc., Assignees; Adelphia Communications Corp., Assignors and Transferors, to Comcast Corporation, Assignees and Transferees; Comcast Corporation, Transferor, to Time Warner Inc., Transferee; Time Warner Inc., Transferor, to Comcast Corporation, Transferee*, Order Adopting Protective Order, 20 FCC Rcd 10751 (2005) ("First Protective Order").

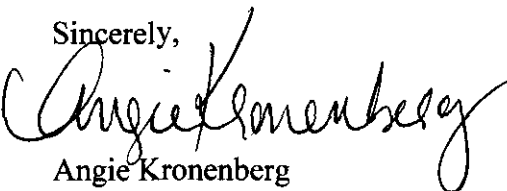
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Marlene Dortch
January 13, 2006
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Pursuant to the First Protective Order, Adelphia is filing one copy of the unredacted data with the Secretary's Office under separate cover. Adelphia is delivering two copies of the unredacted data and a CD containing a spreadsheet as required by Item X in the Definitions and Instructions section of the Information Request to Elizabeth Kaiser of the Media Bureau. In addition, Adelphia is submitting herewith four copies of this data in redacted form for the public record pursuant to the Information and Document Request and the Public Notice in this proceeding.³

The unredacted versions of the data are available for inspection, pursuant to the terms of the First Protective Order, at the Washington, D.C. office of Willkie Farr & Gallagher LLP.

Please contact me with any questions concerning the enclosed materials.

Sincerely,

Angie Kronenberg

Enclosures

cc: Donna Gregg
Sarah Whitesell
Tracy Waldon
Royce Sherlock
Marcia Glauberman
Wayne McKee
Julie Salovaara
Jim Bird
Neil Dellar
Ann Bushmiller
Jeff Tobias
JoAnn Lucanik
Kimberly Jackson
Best Copy and Printing, Inc.

³ See Information Request at 2 (citing *Adelphia Communications Corporation, Debtor-in-Possession, Time Warner Inc. and Comcast Corporation Seek Approval To Transfer Control and/or Assign FCC Authorizations and Licenses*, Public Notice, 20 FCC Rcd 10051, at 10054-55 (2005)).

Adelphia Communications
MB Docket No. 05-192
Response to FCC Request II.A

II. Services, Systems, and Subscribers

- A. Identify each Cable System owned, operated, managed, or attributed to the Company as of June 30, 2005, and for each provide the following:
1. the Physical System IDs (PSID) and Community Unit IDs (CUID)
 2. Nielsen Designated Market Area(s) containing the System
 3. counties served by the System
 4. Cluster containing the System
 5. the date that the Company acquired an attributable interest in the System, and if acquired in the previous three years, the previous owner of the Company's interest
 6. the Economic Interest held by each of the Applicants
 7. changes in the Economic Interests of each of the Applicants if the license transfer is approved
 8. whether the Company currently manages the System and the division of the Company responsible for managing the System
 9. whether the Company will manage the System if the license transfer is approved
 10. list competing MVPDs, excluding private cable and wireless cable operators, and the technology used by the competitor (wired or satellite)

Response:

On December 12, 2005, Adelphia filed with the Commission its responses to II.A.1-3 and 6-9; and on December 22, 2005, Adelphia filed with the Commission its responses to II.A.4 and 5. Adelphia's attached response to II.A.10 provides a list of competitors in Adelphia's service areas. The response is stamped II.A.10 00001-00002. The competitors listed use wire to compete with Adelphia. In addition to this list, both EchoStar and DIRECTV use satellite to compete with Adelphia in all of Adelphia's service areas.

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II.A.10 00001

**Adelphia Communications
MB Docket No. 05-192
Response to FCC Request II.A (cont.)**

Response (cont.):

In a small number of its Cost Centers, Adelphia is overbuilt by Time Warner.¹ In each case, the overbuild is *de minimis*. For example, in Cost Center 31A Adelphia has ____ subscribers in the overbuilt area; in Cost Center 31C, it has ____ subscribers; in Cost Center 299, it has ____ subscribers; in Cost Center 984, it has ____ subscribers; in Cost Center 323, it has ____ subscribers; in Cost Center 288, it has ____ subscribers; in Cost Center 289, it has ____ subscribers; in Cost Center 349, it has ____ subscribers; in Cost Center 367, it has ____ subscribers; in Cost Center 926, it has ____ subscribers; in Cost Center 327, it has ____ subscribers; and in Cost Center 927, it has ____ subscribers.

¹ Adelphia does not regularly keep records on instances in which its franchise areas overlap with other companies but in which it does not actually provide service. Adelphia understands from Comcast that Comcast and Adelphia have some overlapping franchises, however, to Adelphia's knowledge, neither company competes directly for customers in any area.

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II.A.10 00002

Adelphia Communications
Wireline Competitive MVPD Report, FCC Request II.A.10

Cost Center	CUID	City	ST	Overbuilder
31A	CA1140	Costa Mesa County	CA	Time Warner
31A	CA1644	City of Costa Mesa	CA	Time Warner
31C	CA0499	Huntington Beach	CA	Time Warner
299		Stanton	CA	Time Warner
984	CA0951			
	CA0758	Beaumont	CA	Time Warner
985	CA0097	Industry System, Arcadia	CA	Champion (formerly Altrio)
985	CA0135	City of Monrovia	CA	Champion (formerly Altrio)
985	CA0098	Industry System, Sierra Madre	CA	Champion (formerly Altrio)
681	CO0522	Peterson Air Force Base	CO	Peterson Broadband
681	CO0097	El Paso County	CO	Falcon Broadband
691	CO0030	City of Colorado Springs	CO	WideOpenWest
037	FL0375	Un-Inc Dade County	FL	Bellsouth
037	FL0375	Hammocks Place	FL	Bellsouth
037	FL0375	Hidden Grove	FL	Bellsouth
037	FL0375	Cameron Creek	FL	Bellsouth
037	FL0375	Kendall Acres	FL	Bellsouth
146	FL1193	Northwest Orange County/Groves MHP	FL	Brighthouse
146	FL0851	E Orange Co/The Park/Villa Cordova/Crane	FL	Brighthouse
146		Whisper Lake	FL	Brighthouse
146	FL0851	Windsor/S Orange Co/Broadwater/Tango Bay	FL	Brighthouse
146		Buena Ven Lake	FL	Brighthouse
146	FL0831	Osceola County	FL	Brighthouse
146		Avalon Lakes HOA	FL	Brighthouse
149	FL0996	Central/East Hillsborough	FL	Brighthouse
150	FL0894	Beverly Hills	FL	Brighthouse
150	FL0894	Bev HI Motl/The Glen/Quail Run/Surrey Ru	FL	Brighthouse
150	FL0894	Northeast Citrus	FL	Brighthouse
150	FL0894	SE Citrus/The Moorings/Sweet Water/Cove	FL	Brighthouse
150	FL0995	City of Inverness	FL	Brighthouse
183	FL1144	West Osceola County	FL	Brighthouse
183	FL0900	East Osceola County	FL	Brighthouse
948	FL0742	Citrus County	FL	Brighthouse
294	GA0622	Cherokee County	GA	Bellsouth
294	GA0370	Forsyth County	GA	City of Forsyth
924	IN0113	Town of Newburgh	IN	TotalLink (Utilicom/Vectren)
376	MD0126	Grantsville MD	MD	Procom
365	MI0923	Morenci MI	MI	D&P Cable
323	NC1015	Columbus County	NC	Time Warner
326	NC0392	Davie County	NC	Yadkin Valley Telephone
326	NC0634	Cooleemee	NC	Yadkin Valley Telephone
326	NC0391	Town of Mocksville	NC	Yadkin Valley Telephone
039	NY0591	Kenmore	NY	Intertech Private Cable
288	OH1788	Hamilton Township	OH	Time Warner
288	OH1295	Liberty Township	OH	Time Warner
288	OH2126	Colerain Township	OH	Time Warner
289	OH2133	Norwich Township	OH	WideOpenWest & Time Warner

Cost Center	CUID	City	ST	Overbuilder
289	OH2667	Prairie Township	OH	Time Warner
289	OH2748	Dublin	OH	Time Warner
306	OH0949	Berea (CFT)	OH	WideOpenWest
306	OH1274	Brecksville	OH	WideOpenWest
306	OH0823	Brookpark	OH	WideOpenWest
306	OH0993	Independence	OH	WideOpenWest
306	OH1023	Middleburg Hts	OH	WideOpenWest
306	OH0971	North Royalton	OH	WideOpenWest
306	OH0800	North Olmstead (CFT)	OH	WideOpenWest
306	OH2667	Prairie Township	OH	WideOpenWest
306	OH0175	Shaker Hts	OH	WideOpenWest
306	OH0841	Strongsville	OH	WideOpenWest
306	OH1195	Valley View	OH	WideOpenWest
306	OH0746	Westlake (CFT)	OH	WideOpenWest
349	OH0168	Minerva	OH	Time Warner
364	OH1082	Northwood	OH	Buckeye
365	OH1078	Waterville	OH	Buckeye
365	OH0357	Minster	OH	New Knoxville Telephone
365	OH0336	Bryan	OH	Bryan Municipal Cable
365	OH0207	Archbold	OH	Ridgeville Telephone
367	OH0025	Chillicothe	OH	Chillicothe Telephone
367	OH0679	Athens	OH	Time Warner
367	OH2150	Jackson Township/Franklin County	OH	Time Warner
367	OH1866	Commercial Point	OH	Time Warner
926	OH0999	Clay Township	OH	Time Warner
926	OH1021	Harrison Township	OH	Time Warner
926	OH1020	Washington Township	OH	Time Warner
926	OH1019	Valley Township	OH	Time Warner
926	OH1021	Minford	OH	Time Warner
334	PA1284	Snyder Township	PA	Brockway Cable
334	PA1370	Horton Township	PA	Brockway Cable
348	PA0168	State College Boro	PA	D&E Communications
348	PA0147	Ferguson Township	PA	D&E Communications
348	PA0141	College Township	PA	D&E Communications
348	PA0161	Patton Township	PA	D&E Communications
093	SC0058	Hilton Head Plantation	SC	Hargray
093	SC0516	Beaufort County	SC	Hargray
327	SC0497	Summit	SC	Time Warner
327	SC0621	Carriage Oaks	SC	Time Warner
327	SC0621	Wellington	SC	Time Warner
327	SC0621	Winchester	SC	Time Warner
327	SC0621	Parsons Mill	SC	Time Warner
327	SC0621	Southwood	SC	Time Warner
327	SC0621	Maywood	SC	Time Warner
068	VT0001	Burlington	VT	Burlington Telecom
927	WV1168	Fairmont	WV	Time Warner
907	WY0054	Evanston	WY	AllWest Communications